

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
:
In re : Chapter 11
:
ADVANTA CORP., : Case No. 09- ()
:
Debtor. :
:
Employer I.D. No. 23-1462070 :
:
-----X

-----X
:
In re : Chapter 11
:
ADVANTA INVESTMENT CORP., : Case No. 09- ()
:
Debtor. :
:
Employer I.D. No. 23-2765627 :
:
-----X

-----X
:
In re : Chapter 11
:
ADVANTA BUSINESS SERVICES : Case No. 09- ()
HOLDING CORP., :
:
Debtor. :
:
Employer I.D. No. 51-0334047 :
:
-----X

-----X	:		
<i>In re</i>	:	Chapter 11	
	:		
ADVANTA BUSINESS	:		
SERVICES CORP.,	:	Case No. 09-	()
	:		
Debtor.	:		
	:		
Employer I.D. No. 23-2333786	:		
	:		
-----X	:		

-----X	:		
<i>In re</i>	:	Chapter 11	
	:		
ADVANTA SHARED SERVICES CORP.,	:	Case No. 09-	()
	:		
Debtor.	:		
	:		
Employer I.D. No. 23-3097074	:		
	:		
-----X	:		

-----X	:		
<i>In re</i>	:	Chapter 11	
	:		
ADVANTA SERVICE CORP.,	:	Case No. 09-	()
	:		
Debtor.	:		
	:		
Employer I.D. No. 23-2765625	:		
	:		
-----X	:		

-----X	:		
<i>In re</i>	:	Chapter 11	
	:		
ADVANTA ADVERTISING INC.,	:	Case No. 09-	()
	:		
Debtor.	:		
	:		
Employer I.D. No. 23-2440186	:		
	:		
-----X	:		

-----X	:		
<i>In re</i>	:	Chapter 11	
ADVANTENNIS CORP.,	:	Case No. 09-	()
Debtor.	:		
Employer I.D. No. 23-2692355	:		
-----X	:		

-----X	:		
<i>In re</i>	:	Chapter 11	
ADVANTA MORTGAGE HOLDING COMPANY,	:	Case No. 09-	()
Debtor.	:		
Employer I.D. No. 52-0325221	:		
-----X	:		

-----X	:		
<i>In re</i>	:	Chapter 11	
ADVANTA AUTO FINANCE CORPORATION,	:	Case No. 09-	()
Debtor.	:		
Employer I.D. No. 23-2826077	:		
-----X	:		

-----X	:		
<i>In re</i>	:	Chapter 11	
ADVANTA MORTGAGE CORP. USA,	:	Case No. 09-	()
Debtor.	:		
Employer I.D. No. 23-2532654	:		
-----X	:		

-----X	:		
<i>In re</i>	:	Chapter 11	
	:		
ADVANTA FINANCE CORP.,	:	Case No. 09-	()
	:		
Debtor.	:		
	:		
Employer I.D. No. 23-2778991	:		
	:		
-----X			

-----X	:		
<i>In re</i>	:	Chapter 11	
	:		
GREAT EXPECTATIONS	:	Case No. 09-	()
INTERNATIONAL INC.,	:		
	:		
Debtor.	:		
	:		
Employer I.D. No. 95-4510440	:		
	:		
-----X			

-----X	:		
<i>In re</i>	:	Chapter 11	
	:		
GREAT EXPECTATIONS	:	Case No. 09-	()
FRANCHISE CORP.,	:		
	:		
Debtor.	:		
	:		
Employer I.D. No. 95-4513326	:		
	:		
-----X			

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
GREAT EXPECTATIONS	:	Case No. 09- ()
MANAGEMENT CORP.,	:	
	:	
Debtor.	:	
	:	
Employer I.D. No. 95-4513328	:	
-----X	:	

**MOTION OF THE DEBTORS FOR AN ORDER DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES PURSUANT TO
RULE 1015(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”¹) respectfully represent:

Relief Requested

1. By this motion (the “*Motion*”), the Debtors request, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), entry of the

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801. Additional information regarding the Debtors’ business and the background relating to events leading up to these chapter 11 cases can be found in the Declaration of William A. Rosoff in Support of the Debtors’ Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009 (the “*Rosoff Declaration*”), the date the Debtors filed their petitions (the “*Commencement Date*”) under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”). As of the Commencement Date, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

proposed order substantially in the form attached hereto as Exhibit "A" directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only. In support of the Motion, the Debtors submit the Rosoff Declaration, filed contemporaneously herewith.

Basis For Relief Requested

2. Bankruptcy Rule 1015(b) provides, in relevant part, that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). The Debtors are "affiliates" as defined under section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to consolidate these cases for procedural purposes.

3. In addition, Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "***Local Bankruptcy Rules***") provides in relevant part as follows:

An order of joint administration may be entered . . . upon the filing of a motion for joint administration . . . supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

Del. Bankr. L.R. 1015-1.

4. Pursuant to Local Bankruptcy Rule 1015-1, the Debtors have filed the Rosoff Declaration contemporaneously herewith. The Rosoff Declaration establishes that the joint administration of the Debtors' respective estates is warranted and will ease the administrative burden for the Court and the parties.

5. Because joint administration of these cases will remove the need to prepare, replicate, file and serve duplicative notices, applications and orders, the Debtors and their estates will save substantial time and expense. Further, joint administration will relieve the

Court of entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the District of Delaware (the “*U.S. Trustee*”) and other parties in interest will similarly benefit from joint administration of these chapter 11 cases by sparing them the time and effort of reviewing duplicative pleadings and papers.

6. Joint administration will not adversely affect creditors’ rights because this Motion requests only the administrative consolidation of the estates. This Motion does not seek substantive consolidation. As such, each creditor may still file its claim against a particular estate.

7. Accordingly, each Debtor respectfully requests that the caption of its case be replaced with the following caption:

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i>	:	Case No. 09-_____ ()
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
	X	

8. The Debtors also seek the Court’s direction that a notation substantially similar to the following be made in each of these chapter 11 cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Advanta Corp., Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp. The docket in Case No. 09-_____ () should be consulted for all matters affecting these cases.

9. An order of joint administration relates to the routine administration of a case and may be entered by the Court in its sole discretion on an *ex parte* basis. See Del. Bankr. L.R. 1015-1. Moreover, the *ex parte* entry of joint administration orders in multiple related cases such as these is common and generally not controversial in this District. See, e.g., *In re NTK Holdings, Inc., et al.*, Ch. 11 Case No. 09-13611 (KJC) (Bankr. D. Del. Oct. 23, 2009); *In re Aleris Int'l, Inc., et al.*, Ch. 11 Case No. 09-10478 (BLS) (Bankr. D. Del. Feb. 13, 2009); *In re Recycled Paper Greetings, Inc., et al.*, Ch. 11 Case No. 09-10002 (KG) (Bankr. D. Del. Jan. 5, 2009); *In re Washington Mutual, Inc., et al.*, Ch. 11 Case No. 08-12229 (MFW) (Bankr. D. Del. October 3, 2008); *In re SemCrude, L.P., et al.*, Ch. 11 Case No. 08-11525 (BLS) (Bankr. D. Del. July 23, 2008); *In re Vertis Holdings, Inc., et al.*, Ch. 11 Case No. 08-11460 (CSS) (Bankr. D. Del. July 16, 2008).

10. Based on the foregoing, the Debtors submit that the relief requested is necessary, appropriate and in the best interests of their estates and creditors and that the Motion should be granted in all respects.

Jurisdiction

11. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Notice

12. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion has been provided to (i) the office of the U.S. Trustee; (ii) the Debtors' 30 largest unsecured creditors (on a consolidated basis); and (iii) Bank of New York Mellon as trustee under the Investment Note Indenture and 8.99% Indenture (both as defined in the Rosoff

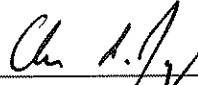
Declaration) (collectively, the “*Notice Parties*”). As this Motion is seeking first-day relief, notice of this Motion and any order entered hereon will be served on all parties required by Local Bankruptcy Rule 9013-1(m). Due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this Motion is required.

No Previous Request

13. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: November 8, 2009
Wilmington, Delaware



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A

The Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP.,	:	Case No. 09-_____ ()
	:	
Debtor.	:	
	:	
Employer I.D. No. 23-1462070	:	
	:	

-----X	:	
-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA INVESTMENT CORP.,	:	Case No. 09-_____ ()
	:	
Debtor.	:	
	:	
Employer I.D. No. 23-2765627	:	
	:	

-----X	:	
-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA BUSINESS SERVICES HOLDING CORP.,	:	Case No. 09-_____ ()
	:	
Debtor.	:	
	:	
Employer I.D. No. 51-0334047	:	
	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA BUSINESS	:	
SERVICES CORP.,	:	Case No. 09-_____ ()
	:	
Debtor.	:	
	:	
Employer I.D. No. 23-2333786	:	
	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA SHARED SERVICES CORP.,	:	Case No. 09-_____ ()
	:	
Debtor.	:	
	:	
Employer I.D. No. 23-3097074	:	
	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA SERVICE CORP.,	:	Case No. 09-_____ ()
	:	
Debtor.	:	
	:	
Employer I.D. No. 23-2765625	:	
	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA ADVERTISING INC.,	:	Case No. 09-_____ ()
	:	
Debtor.	:	
	:	
Employer I.D. No. 23-2440186	:	
	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
ADVANTENNIS CORP.,	:	Case No. 09-_____ ()
Debtor.	:	
Employer I.D. No. 23-2692355	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
ADVANTA MORTGAGE HOLDING COMPANY,	:	Case No. 09-_____ ()
Debtor.	:	
Employer I.D. No. 52-0325221	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
ADVANTA AUTO FINANCE CORPORATION,	:	Case No. 09-_____ ()
Debtor.	:	
Employer I.D. No. 23-2826077	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
ADVANTA MORTGAGE CORP. USA,	:	Case No. 09-_____ ()
Debtor.	:	
Employer I.D. No. 23-2532654	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA FINANCE CORP.,	:	Case No. 09-_____ ()
	:	
Debtor.	:	
	:	
Employer I.D. No. 23-2778991	:	
	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
GREAT EXPECTATIONS	:	Case No. 09-_____ ()
INTERNATIONAL INC.,	:	
	:	
Debtor.	:	
	:	
Employer I.D. No. 95-4510440	:	
	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
GREAT EXPECTATIONS	:	Case No. 09-_____ ()
FRANCHISE CORP.,	:	
	:	
Debtor.	:	
	:	
Employer I.D. No. 95-4513326	:	
	:	
-----X	:	

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
GREAT EXPECTATIONS	:	Case No. 09-_____ ()
MANAGEMENT CORP.,	:	
	:	
Debtor.	:	
	:	
Employer I.D. No. 95-4513328	:	
-----X	:	

**ORDER PURSUANT TO RULE 1015(b) OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “***Motion***”), dated November 8, 2009, of Advanta Corp. and its affiliated debtors, as debtors and debtors in possession (collectively, the “***Debtors***”¹), for an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “***Bankruptcy Rules***”) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, as more fully described in the Motion; and upon consideration of the Rosoff Declaration;² and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and this Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 09-____ (); and it is further

ORDERED that nothing contained in this order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-_____ ()
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
-----X		

; and it is further

ORDERED that a docket entry shall be made in each of the above-captioned cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Advanta Corp., Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp. The docket in Case No. 09-_____ () should be consulted for all matters affecting these cases.

; and it is further

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

ORDERED that the Court retains jurisdiction to interpret and enforce this Order.

Dated: _____, 2009
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE